ONLY 99¢ US

$1.35 CAN

NOV • 3

MARVEL® SPIDER-MAN GROUP

SANDBAGGED!

UNTOLD TALES of SPIDER-MAN

OLIVER-VEY

TWO HOURS AGO.

OKAY, MARKO --

-- YOU'VE *HAD* YOUR LITTLE SPREE. NOW IT'S TIME TO --

-- H-Huh?!

HE'S GONE!

BUT THE *HUMAN TORCH* --

THE HUMAN TORCH HAD RISKED HIS LIFE TO APPREHEND THEIR PRISONER --

-- THE SHAPE-SHIFTING SUPER-VILLAIN KNOWN AS THE **SANDMAN!**

THEY'D BATTLED IN AN EVACUATED DEPARTMENT STORE, THE SANDMAN'S GRANULAR BODY IMPERVIOUS TO THE TORCH'S FLAME --

-- AND ONLY BY USING THE STORE'S AUTOMATIC SPRINKLER SYSYTEM DID THE TORCH TRIUMPH --

-- WATERLOGGING HIS FOE SO BADLY THAT HE COULD NOT CHANGE SHAPE.

ACE INSTANT PRINTING

THERE'S NOTHIN' LEFT BUT A FEW GRAINS O' *SAND*. HE MUSTA *DRIED* OUT --

-- DRIED OUT ENOUGH TO SLIP UNDER THE PADDY WAGON DOOR AN' *ESCAPE!*

HE'S LOOSE IN THE *CITY* -- HOW'RE WE GONNA EXPLAIN THIS TO THE *SARGE?*

MORE TO THE POINT, PEREZ --

-- *WHO'S* GOING TO STOP HIM *NOW?!*

NOW.

WAH-HOOO!

SAND BLASTED

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

LOOK OUT, WORLD -- I'M COMIN' THROUGH!

I'M SPIDER-FAST --

-- SPIDER-STRONG --

-- LARGE AS LIFE AND HANDSOME, TOO!

-- 'CAUSE DON'T YOU KNOW, I'VE GOT A DATE --

AND BEST OF ALL, I REALLY RATE --

-- AN HONEST-TO GOD-GRADE-A DATE --

-- WITH THE ONE, THE ONLY --

-BETTY BRANT!!

HEARTS, FLOWERS AND TRUE GRIT, COURTESY OF:

KURT BUSIEK WRITER

PAT OLLIFFE PENCILER

AL VEY w/ PAM EKLUND INKERS

RICHARD STARKINGS and COMICRAFT LETTERING

STEVE MATTSSON COLORS

TOM BREVOORT EDITOR

I STILL CAN'T BELIEVE IT!

ME, THE GUY THEY VOTED MOST LIKELY TO SIT HOME ALONE ON SATURDAY NIGHTS -- I'M TAKING BETTY BRANT TO DINNER!

"I'D JUST FOUGHT THE VULTURE IN THE BUGLE OFFICES, AND BEAT HIM DESPITE MY SPRAINED ARM. I MUST'VE STILL BEEN PUNCHY FROM THE FIGHT --

"-- BECAUSE I WAS BRAVE ENOUGH TO ACTUALLY FLIRT WITH BETTY -- AND IT SORTA SEEMED AS IF SHE LIKED IT!

"I FIGURED I'D SAY SOMETHING BEFORE I LOST MY NERVE, SO --

Ah, BETTY, ah -- I WAS THINKING --

YES, PETER?

-- MAYBE THIS FRIDAY WE COULD MAYBE, ah, HAVE DINNER TOGETHER?

I'D LIKE THAT, PETER. I THINK I'D LIKE THAT A LOT.

REALLY? YOU MEAN IT?

Oh, PETER -- YOU'RE SUCH A KIDDER!

"I GUESS SHE COULDN'T TELL HOW NERVOUS I WAS -- GOING TOE-TO-TOE WITH DOC OCK WOULD'VE BEEN EASIER THAN ASKING HER OUT --

HA! I DON'T NEED THIS ANY MORE!

THE WAY I FEEL NOW, I COULD DO HANDSPRINGS ON THE EMPIRE STATE BUILDING!

IN FACT, I THINK I WILL!

"-- BUT THAT ALL ENDED THE SECOND SHE SAID Y--"

Huh? GUNSHOTS -- FROM BELOW! PEOPLE SCREAMING!

KRAK KRAK

EEEK!

Uh-oh! I WAS THINKING THAT MAYBE I COULD GET SOME *NEWS PIX* TO SELL TO JAMESON, SO I COULD TAKE BETTY SOMEPLACE REALLY *SWANKY* --

-- BUT THIS IS NO *ORDINARY* URBAN CRISIS --

-- IT'S THE *SANDMAN!*

N- NO! STAY AWAY!

KRAK KRAK KRAK

KRAK

SAPS! YOUR BULLETS DON'T MEAN *SQUAT* TO A GUY MADE OF *SAND* --

-- OR HAVEN'T YOU *FIGGERED THAT OUT* YET?!

SANDMAN!

DROP THE *MONEY BAGS* -- YOU'RE NOT GOING *ANY-WHERE!*

HEY, *SPIDEY!* NICE TO *SEE* YA, PAL!

WHAT --?!

OKAY, I'LL *ADMIT*, I USEDTA BE PRETTY *MAD* AT YOU FER CAPTURIN' ME THAT TIME -- BUT HEY, THEN THE *TORCH* CAUGHT ME, TOO --

-- AN' I DON'T WANT TA SPEND ALL MY TIME *SETTLIN' SCORES* WHEN I COULD BE LIVIN' THE *LUSH LIFE!*

SO I TELL YA WHAT -- YOU DON'T BOTHER *ME*, I DON'T BOTHER *YOU*. OKAY?

FORGET IT, SANDMAN! I'M TAKING YOU --

WHOAAH!

FINE! YOU WANNA GET STOMPED INTA THE GROUND, I'LL *STOMP* YOU INTA THE GROUND!

SHRAKK

BUT DON'T SAY I DIDN'T GIVE YA A *CHANCE!*

PAT YOURSELF ON THE BACK MUCH, BIG GUY? I MEAN, CORRECT ME IF I'M WRONG --

-- BUT I'M THE GUY WHO BEAT *YOU*, NOT THE OTHER WAY AROUND!

SHLASSH

THWIP

YOU GOT *LUCKY*, PAL --

THAP

-- JUST LIKE YOU THINK YOU'RE GONNA DO AGAIN, TRYIN' TA WEB ME IN THE *EYES* LIKE THAT! BUT I'M TOO *SMART* FOR YA!

C'MERE!

YANKED MY *WEB* -- WASN'T *EXPECTING* THAT!

PULLED ME OFF-BALANCE --

SO *TELL* ME, SPIDEY --

Oh, *GREAT!* MY SPIDER-SENSE IS HELPFULLY *WARNING* ME I'M IN *DANGER* --

-- BUT I'M IN *MIDAIR* -- NO CHANCE TO *DODGE* --

SPIDER-MAN

WHO'S WINNING NOW?!

OHH!

HIS PUNCH... LIKE HAVING A *BUILDING* FALL ON ME!

GOTTA GET SOME *DISTANCE*... CLEAR MY *HEAD*...

WAK

HFF!

...BUT HE'S NOT...

...GIVING ME A CHANCE...

FLASH

KLUD

KRAK

KRAK

...TO... TO *RECOVER*...

YOU'RE JUST NOT IN MY *LEAGUE*, SPIDER-MAN.

YOU DARE MESS WITH ME *AGAIN*, YOU'LL GET *WORSE*...

OOOOHHH...

...*MUCH* WORSE!

GOTTA STAY *CONSCIOUS*... GOTTA GET UP...

...CAN'T PASS OUT IN THE STREET...

FREEZE!

Huh --?

M-MAYBE THE *SANDMAN* GOT AWAY -- BUT THERE'S A *REWARD* OUT ON YOU, AND I'M GOING TO *COLLECT* IT!

I M-MEAN IT -- I'LL *SHOOT!*

GO AHEAD... IT COULDN'T POSSIBLY HURT ANY MORE THAN I ALREADY DO...

STOP! I *MEAN* IT!

SORRY, FELLA...

SPLOOSH

Ooh! Owtch! Ow!

MY RIBS ARE ON *FIRE*, MY WHOLE BODY *ACHES*, AND I CAN BARELY *WALK*! ALL I WANT TO DO IS TO GET HOME AND CRAWL INTO *BED!*

I WONDER... DO THOR AND GIANT-MAN EVER HAVE DAYS LIKE THIS --

--OR IS IT JUST *ME?*

THE NEXT MORNING, AS DAWN RISES OVER THE FOREST HILLS HOME OF PETER PARKER, AND HIS AUNT MAY...

OW! OWTCH! OOH!

I'M NOTHING BUT ONE *CONTINUOUS BRUISE* WITH A *HEAD* ON TOP! I CAN BARELY STAND TO PUT MY *SHIRT* ON!

GOOD THING MY *FACE* WASN'T MARKED UP, OR I'D HAVE NO CHANCE OF SLIPPING BY AUNT MAY WITHOUT HER *NOTICING* THIS!

BUT, EVEN SO...

PETER!

YOU'RE WHITE AS A *GHOST!* AND THE WAY YOU'RE *WALKING* --

WHAT'S *WRONG?* HAVE YOU *HURT* YOURSELF?

IT'S NOTHING, AUNT MAY -- I JUST, ah, *OVEREXTENDED* MYSELF AT VOLLEYBALL.

AGAIN?

THAT'S *RIGHT* -- I FORGOT I USED THAT EXCUSE WHEN I SPRAINED MY *ARM!* BUT WHAT *ELSE* CAN I SAY? I CAN'T LET ON HOW BADLY I'M HURT --

-- TOO MANY PEOPLE SAW *SPIDER-MAN* BEATEN, AND THEY MIGHT MAKE THE CONNECTON!

PETER -- I WISH YOU WOULDN'T TAKE PART IN THESE *DANGEROUS SPORTS!*

YOU KNOW HOW *DELICATE* YOU ARE, AND IF ANY-THING HAPPENED TO YOU --

I HATE LYING TO HER -- I JUST *HATE* IT! BUT THE TRUTH -- THAT MIGHT HURT HER *EVEN MORE*...

AND, SOON...

MIDTOWN HIGH SCHOOL

-- *YOU'LL SEE!* SPIDEY'LL COME BACK *SWINGIN'*, AND HE'LL TURN THAT FINK SANDMAN INTO *KITTY LITTER!* DON'T COUNT HIM OUT YET!

HEY, HERE COMES *PARKER* -- BETCHA HE HASN'T EVEN *HEARD!*

YOU NEVER *KNOW*, CHARLIE --

HEY, *PETE* -- WE WERE JUST TALKIN' ABOUT WHETHER SPIDER-MAN IS *WASHED UP*, OR IF HE'LL MAKE A COMEBACK AND BEAT THE *SANDMAN*.

WHAT DO *YOU* THINK?

GEEZ, TINY, WHEN DID YOU GET SO FRIENDLY WITH *PARKER*?

HE ISN'T EVEN *LISTENING* -- HE'S LOST IN A FOG LIKE ALWAYS. BESIDES --

-- PARKER WOULDN'T KNOW *ANYTHING* ABOUT FIGHTING UNLESS IT WAS WRITTEN IN A *BOOK*! SEE?

Uh? JASON?!

PARKER!

PETER!

HEY!

WHAP

THUD

HE'S *OUT COLD*!

JASON IONELLO, YOU -- !

WELL, *WHADDYA* KNOW?

SAVE IT, FLASH -- THIS DOESN'T LOOK *GOOD*.

PETER?

WHAT? *WHAT*? I BARELY *TOUCHED* HIM!

SOON, IN THE SCHOOL NURSE'S OFFICE...

Ow, MY *HEAD*! I HOPE I DON'T HAVE A *CONCUSSION* OR ANYTHING!

I CAN'T BELIEVE I *HUMILIATED* MYSELF LIKE THAT! THE KIDS MUST ALL THINK I'M A *COMPLETE WIMP* --

-- BUT I CAN'T LET ON THE TRUTH, EVEN IF THEY'D BELIEVE IT. "NO, HONEST, GUYS -- *I WAS BRUTALLY BEATEN BY THE SANDMAN!*"

YEAH, *RIGHT*.

WELL, Mr. PARKER -- IT LOOKS AS IF YOU'VE BEEN IN A *VERY BAD FIGHT!*

THERE'S NO WAY YOU COULD HAVE GOTTEN *THAT* MANY BRUISES JUST FROM BEING PUSHED INTO A LOCKER.

IF YOU'D LIKE TO BE *EXCUSED* FOR THE REST OF THE DAY, I CAN WRITE A NOTE *EXPLAINING* YOUR CONDITION...

WHAT? *NO!*

I DON'T NEED A *NOTE!* I DON'T NEED TO *GO HOME!*

IF I DIDN'T KNOW HE LIVED ALONE WITH AN *ELDERLY AUNT*, I'D SUSPECT -- BUT *NO.*

HE OBVIOUSLY JUST DOESN'T WANT TO GET A REPUTATION AS A *ROUGHNECK*, A *STUDIOUS* BOY LIKE HIM.

THANKS, Mrs. STONE -- BUT I'LL BE *FINE!*

AND PLEASE, PLEASE -- DON'T *TELL* ANYONE! I'M *OKAY*, REALLY!

AND WHO AM I TO GO AGAINST *THAT* --?

LATER, AFTER SCHOOL...

DAILY BUGLE

THESE ARE GOOD, PARKER -- I'LL PAY USUAL RATES FOR THEM.

NOW LET ME SEE... *"SPIDER-MAN'S LAST STAND?"*

NO, TOO SYMPATHETIC -- GOT TO STAY IMPARTIAL. *"SQUASHED LIKE A BUG!"* BETTER, BUT STILL NOT RIGHT...

"IS THIS THE END OF SPIDER-MAN?" THAT'S A GRABBER...

JUST *MY LUCK* -- I SET UP MY AUTOMATIC CAMERA BEFORE I KNEW IT WAS THE SANDMAN, AND I CAPTURED *EVERY DETAIL* OF MY HUMILIATION!

STILL, I COULD USE THE *MONEY*...

...ESPECIALLY SINCE JONAH MAY BE *RIGHT* -- THIS REALLY MAY *BE* THE END OF SPIDER-MAN!

RIGHT NOW, I COULDN'T BECOME SPIDER-MAN IF I *HAD* TO -- I'M ALMOST TOO WEAK TO WALK, LET ALONE *WEB-SLING.*

BUT EVEN WHEN I'M *RECOVERED*...

...CAN I *FACE* THE SANDMAN AGAIN, KNOWING HOW MUCH HE *HURT* ME? KNOWING HE PROMISED TO DO *WORSE* NEXT TIME?

WILL THE FEAR OF BEING HURT AGAIN *SLOW ME DOWN* -- COST ME THAT EDGE I NEED TO *SURVIVE?* OR IS IT *WORSE* THAN THAT?

NOW THAT I'VE BEEN *INJURED* LIKE THIS, AM I JUST GUN-SHY --

-- HAVE I BECOME A COWARD?

HI, PETER! ARE WE STILL ON FOR *FRIDAY NIGHT?*

WHY? YOU WANT TO *CANCEL OUT?*

WHAT? NO -- I'M LOOKING *FORWARD* TO IT! I WAS JUST MAKING CONVER --

PETER! YOU LOOK *TERRIBLE!* ARE YOU *ALL RIGHT?*

I'M JUST *DANDY,* BETTY!

I DON'T HAVE A *CARE* IN THE WORLD, I JUST JOINED THE *U.S. OLYMPIC TEAM,* AND *HOLLYWOOD STUDIOS* ARE VYING TO FILM MY *BIOGRAPHY!*

OKAY?

I -- YOU SEEM SO BITTER, SO *DE-PRESSED* -- I DON'T KNOW WHY --

-- BUT IF THERE'S ANYTHING I CAN *DO* --!

THANKS FOR THE OFFER, BETTY -- BUT I DON'T KNOW IF THERE'S ANYTHING *ANY-ONE* CAN DO.

THIS MAY JUST BE THE *ALL-NEW, ALL-DIFFERENT, LIFE-OF-THE-PARTY PETER PARKER,* THAT'S ALL..

IN THE DAYS THAT FOLLOW, IT SEEMS AS IF THE SANDMAN IS EVERYWHERE --

NEW YORK'S FINEST DAILY NEWSPAPER

BUGLE

SANDMAN STRIKES AGAIN!

VILLAIN ESCAPES POLICE!

ANTE UP WITH THE PROTECTION MONEY, CHUMPS --

-- OR YOUR BOSS DEVELOPS RESPIRATORY TROUBLE!

-- ROBBING BANKS, BROKERAGE HOUSES, RESTAURANTS --

OUTTA THE WAY, FLATFOOT!

-- AND NO ONE SEEMS TO BE ABLE TO STOP HIM ! THE POLICE, THE CITY'S HEROES --

HE WAS HERE A SECOND AGO!

I COULD HAVE SWORN --

WEDWEDWEDWEDWEDWED

-- THEY HUNT HIM EVERYWHERE -- BUT FIND HIM NOWHERE!

AND, AS FOR PETER PARKER...

I CAN'T CONCENTRATE ON THIS ASSIGNMENT... I JUST KEEP SEEING THE SANDMAN'S FACE --

-- TELLING ME I'M NOT IN HIS LEAGUE -- THAT HE'LL HURT ME WORSE NEXT TIME!

ISN'T IT EXCITING, FLASH! THE SANDMAN, HE'S LIKE DILLINGER, OR BONNIE AND CLYDE -- !

AND HE'LL END UP LIKE THEM, TOO, ONCE SPIDEY CATCHES UP WITH HIM! POW! -- HE'LL BE FLATTER THAN SAND-PAPER!

SAFETY ONLY

PHYSICS

PSST! HEY GUYS -- WATCH THIS!

JASON! DON'T YOU DARE -- !

WHAT -- PARKER'S OFF-LIMITS, NOW THAT HE'S OFFICIALLY A PANTY-WAIST?

WHAP

THE BRUISES ARE HEALING -- I'M STILL STIFF, BUT A LOT BETTER THAN I WAS!

BUT I MIGHT AS WELL ADMIT IT -- I'M AFRAID! WHEN DOCTOR OCTOPUS BEAT ME THE FIRST TIME WE FOUGHT, I WAS RATTLED --

-- BUT NOW I'M SCARED FOR MY LIFE!

WHAT AM I GONNA DO?

NOK NOK

HI, BETTY. THESE ARE FOR YOU.

READY TO GO?

Oh, I THINK SO!

I MADE THIS DRESS MY-SELF -- I WORKED ALL WEEK ON IT! WHAT DO YOU THINK?

YOU LOOK... GREAT, BETTY.

SHE LOOKS FABULOUS! BUT SHE DESERVES SOMEONE BETTER THAN A LOSER LIKE ME!

SOON, AT THE ELEGANT AVENUE DINNER CLUB ..

EARTH TO PETER PARKER! EARTH TO *PETER PARKER!* COME IN, PARKER!

Huh? Oh, SORRY, BETTY -- I GUESS I WASN'T PAYING ATTENTION.

I SHOULD *HOPE* NOT! I'VE BEEN TELLING YOU ALL ABOUT MY ADVENTURES AS A *SNAKE HANDLER* FOR THE GOVERNMENT DURING THE *CIVIL WAR* --

-- AND YOU DIDN'T SO MUCH AS *BAT AN EYE!*

YOU'VE BEEN GLUM AND UNCOMMUNICATIVE FOR *DAYS* -- AND I WANT TO KNOW *WHY!*

I'M SORRY TO DISAPPOINT YOU, BETTY, BUT I DON'T KNOW WHAT TO *TELL* YOU.

MAYBE I'M JUST NOT THE MAN YOU *THOUGHT* I WAS...

HOLD IT RIGHT THERE, PETER. YOU DON'T *HAVE* TO TELL ME WHAT'S GOING ON -- BUT MAYBE I CAN HELP *ANYWAY.*

I... *KNEW* SOME-ONE ONCE WHO WAS FACING A PRETTY *TOUGH* SITUATION --

-- AND HE *GAVE UP* ON HIMSELF, BECAUSE HE THOUGHT THAT EVERYONE *ELSE* HAD -- THAT NOBODY *BELIEVED* IN HIM.

I DON'T KNOW YOU THAT *WELL* YET ..

-- BUT I DO KNOW THAT YOU'RE STRONGER THAN YOU *THINK* YOU ARE.

AND MAYBE THE *QUESTION* YOU SHOULD BE ASKING YOURSELF ISN'T WHETHER YOU'RE THE MAN YOU THINK *I* THINK YOU ARE --

-- BUT WHETHER YOU'RE THE MAN YOU YOURSELF *WANT* TO BE.

YOU... YOU'RE *RIGHT,* BETTY.

I'VE BEEN WALLOWING IN *SELF-DOUBT,* BUT I'M NOT HELPING *ANYONE* BY DOING THAT -- LEAST OF ALL MYSELF.

HERE -- THIS SHOULD COVER THE CHECK --

-- I'VE GOT SOMETHING TO DO, BUT I HOPE I'LL BE SEEING YOU AGAIN SOON. AND, BETTY...

...THANK YOU.

MINUTES LATER ..

I HOPE BETTY'S NOT TOO MAD AT ME FOR *WALKING OUT* ON HER LIKE THAT -- BUT IF I'M GOING TO WIN BACK MY SELF-RESPECT, I'VE GOT TO START *NOW!*

I'LL MAKE IT UP TO HER -- IF I *LIVE* THAT LONG!

MEANWHILE, THIS IS THE AREA THE SANDMAN'S BEEN *SIGHTED* IN RECENTLY, HITTING UP BUSINESSES FOR *PROTECTION MONEY*...

...SO THAT'S WHERE I START *LOOKING!*

SPIDER-MAN SWINGS OVER THE CITY'S ROOFTOPS, WATCHING AND WAITING --

-- UNTIL --

KRASH

GRABOIS AEROSPACE LABORATORIES

BINGO!

NOW, HE CAN SLIP AWAY FROM ME AS EASILY AS HE'S ESCAPED THE *OTHER* HEROES WHO'VE GONE AFTER HIM...

-- SO, SCARED OR NOT, I'VE GOT TO MAKE HIM MAD ENOUGH TO *FIGHT* INSTEAD OF RUN!

HEY, *SANDMAN* -- NICE NIGHT FOR GOING TO *JAIL*, DON'T YOU THINK?

WHAT?!

SPIDER-MAN?! I WARNED YOU ONCE TO STAY AWAY FROM ME --

-- I WON'T BE SO EASY ON YOU *TWICE!*

Oh, THAT WAS A *WARNING?*

GEE, I'VE BEEN IN BERMUDA ALL *WEEK*, CATCHING SOME SUN, OR I'D HAVE BEEN BACK ON YOUR BUTT *SOONER!*

YOU REALLY THINK I COULD BE WARNED OFF BY A *WALKING, TALKING ANT-HILL?!*

SMASH!

OWPH!

ROLLED WITH THE PUNCH TO GET HIM INSIDE, IN AN *ENCLOSED SPACE!* LOOKS LIKE MY STRATEGY'S *WORKING!*

NOW ALL I'VE GOT TO *DO* --

-- IS STAY *ALIVE* LONG ENOUGH TO FIGURE OUT A WAY TO *CAPTURE* HIM.

NOBODY MAKES FUN OF ME, YOU HEAR ME?

NOBODY!

WELL, JUST CALL ME *NOBODY*, GRIT-GUY! BECAUSE EVERY TIME I LOOK AT YOU --

-- ALL I CAN THINK IS, "GOT *DRY, ITCHY* SKIN?! TRY OUR NEW *MOISTURIZING CREME!*"

THIS IS *REALLY STUPID!* HE'S ATTACKING *ALL-OUT* -- AND I'M ONLY STAYING OUT OF HIS WAY BY *INCHES!* UNLESS I THINK OF SOMETHING FAST --

WHAM

WHAM

-- I'M *DEAD MEAT!*

YOU THINK YOU'RE SO COOL, huh? NOTHING *BOTHERS* YOU, NOTHING *SCARES* YOU --

-- WELL, *I'LL FIX THAT!*

Huh?

WHAM

HE HAS NO *IDEA* HOW SCARED I AM! MY LAUGHING HIM OFF IS MAKING HIM FEEL *IN-CONSEQUENTIAL* --

-- AND HE CAN'T *STAND* IT!

MAYBE I CAN *USE* THIS --

HEY, SANDY --

TEH

-- IS THAT YOUR *FACE* --

-- KEEPING HIM ENRAGED -- *IRRATIONAL* --

KRAM

KLIK

-- SO HE DOESN'T NOTICE --

-- OR ARE YOU WEARING A *BEACH?!*

BOOF

-- WHAT I'M DOING RIGHT IN *FRONT* OF HIM!

KLAK

TUNK

THERE!

Huh? WHAT'RE YOU DOING?!

Oh, YOU FINALLY *NOTICED*, huh? WELL, TOO LATE!

YOU'RE STANDING IN FRONT OF SOME KIND OF *EXPERIMENTAL TURBINE*, AND I'VE JUST TURNED IT ON --

"-- FULL POWER!

WUUUMMMMMMMMM

WH -- ? Oh, *CRUD!*

YOU'RE NOT GETTIN' *AWAY* WITH THIS, SPIDER-MAN! YOU JUST BOUGHT YOURSELF A WORLD OF HURT!

I WAS WILLIN' TO LET BYGONES BE BYGONES, BUT FROM NOW ON, IT'S *PERSONAL*, YOU GOT THAT?!

IT'S PERSONAL

KRAKOOOOM

WOW.

I WAS JUST HOPING IT'D PULL HIM APART ENOUGH SO I COULD *TRAP* HIM IN SOMETHING --

-- BUT INSTEAD IT BLASTED HIM *CLEAR THROUGH* THE WALL AND DISSIPATED HIM ACROSS THE *CITY!*

HE'S BEEN SPREAD FROM *HERE* TO *HOBOKEN!*

THE TURBINE -- IT'S BEEN *WRECKED!*

YEAH, *SORRY* ABOUT THAT, GUYS -- I DIDN'T *MEAN* TO, BUT YOU KNOW HOW THINGS GET OUT OF HAND WHEN YOU'RE HAVING *FUN* -- !

DON'T *WORRY* ABOUT IT, SPIDER-MAN -- IT'LL COST US LESS TO *REBUILD* IT THAN IT WOULD TO KEEP PAYING OFF THE *SANDMAN* --

-- SO THE WAY I LOOK AT IT, YOU DID US ALL A *FAVOR.*

YOU WOULDN'T WANT TO REPEAT THAT TO A PARTICULAR *NEWS-PAPER PUBLISHER,* WOULD YOU?

WELL, I'M NOT EXACTLY READY TO ENDORSE YOU FOR *MAYOR,* SPIDER-MAN -- BUT THANKS TO YOU, THE SANDMAN'S *DEAD* -- AND I'M *GLAD* OF IT!

I'M NOT SURE THE SANDMAN'S ANYTHING *CLOSE* TO DEAD, ACTUALLY. TURNING HIMSELF INTO A CLOUD OF SAND IS JUST ONE OF THE THINGS HE *DOES.*

IT MAY TAKE HIM A *LONG TIME* TO PULL HIMSELF BACK *TOGETHER* -- BUT I DON'T THINK WE'VE SEEN THE *LAST* OF HIM!

AT LEAST, I *HOPE* WE HAVEN'T. I MAY NOT WANT TO TANGLE WITH HIM AGAIN, BUT ACCIDENTALLY OR NOT --

-- I DON'T *EVER* WANT TO BE RESPONSIBLE FOR *KILLING* SOMEONE!

THE NEXT DAY, AT THE DAILY BUGLE...

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN HELPS SANDMAN ESCAPE

PERFECT! THIS PROVES THAT WALL-CRAWLING WEASEL IS THE MENACE I'VE ALWAYS SAID HE IS --

-- AND IT'S SELLING LIKE HOTCAKES ALL OVER THE CITY!

POOR JONAH! THIS IS THE ONLY JOY HE GETS IN LIFE! BUT LET HIM HAVE HIS FUN --

-- I'VE ALREADY PROVED EVERYTHING I NEED TO PROVE TO THE PERSON WHO REALLY MATTERS -- MYSELF!

SO, PRETTY LADY -- CARE TO LET ME MAKE GOOD ON THAT RAIN CHECK I GAVE YOU LAST NIGHT? I'VE GOT TWO TICKETS TO THIS GREAT JAZZ CLUB -- !

I'LL BE WITH YOU IN A SEC, PETER.

Mr. JAMESON -- A CALL FOR YOU. YOUR SON'S HOLDING ON LINE ONE.

NOW THEN, KIND SIR -- YOU WERE SAYING?

I KNOW IT'S SHORT NOTICE, BUT IT IS SATURDAY --

-- SO MAYBE JOLLY JONAH CAN SPARE YOU FOR --

WHAT?!

Hunh?

YOU'RE JOKING! YOU'RE LYING! YOU'RE INSANE!

I'M COMPLETELY SERIOUS, DAD!

I'LL BE UP IN NEW YORK IN A WEEK OR TWO TO START THE BALL ROLLING -- AND I'LL TELL YOU ALL ABOUT IT WHEN I GET THERE!

NEXT: SPIDER-MAN... IN SPACE?!